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*Counsel for the Official Committee of Unsecured
Creditors*

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:

PLAYHUT, INC.,

Debtor and Debtor-in-Possession.

Case No. 2:18-bk-15972-WB

Chapter 11

**DECLARATION OF ROBERT P. GOE IN
SUPPORT OF APPROVAL OF THE SALE
OF ALL OR SUBSTANTIALLY ALL OF
THE DEBTOR'S ASSETS AND GRANTING
RELATED RELIEF**

Hearing Date

Date: September 28, 2018
Time: 10:00 a.m.
Place: Courtroom 1375, 13th floor
255 E. Temple Street
Los Angeles, CA 90012

DECLARATION OF ROBERT P. GOE

I, Robert P. Goe, hereby declare as follows:

1 1. I am over the age of 18, am mentally competent, have personal knowledge of the
2 facts in this matter, except where stated as based upon information and belief, and if called upon to
3 testify, could and would do so.

4 2. I submit this declaration in support of the *Emergency Motion for Entry of an Order*
5 *(A) (I) Scheduling a Hearing on the Approval of the Sale of all Encumbrances, and the Assumption*
6 *and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain*
7 *Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice*
8 *Thereof, and (III) Granting Related Relief; and (B) an Order (I) Approving Asset Purchase*
9 *Agreement, (II) Authorizing the Sale of all or Substantially all of the Debtor's Assets Free and Clear*
10 *of all Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory*
11 *Contracts and Unexpired Leases, and (IV) Granting Related Relief* (the "Motion") filed in the
12 above-captioned Chapter 11 bankruptcy case.¹

13 3. I am the bankruptcy counsel for Playhut, Inc.

14 4. On September 20, 2018, this Court entered an *Order (I) Scheduling a Hearing on the*
15 *Approval of the Sale of All or Substantially All of the Debtor's Assets, and the Assumption and*
16 *Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding*
17 *Procedures and Assumption and Assignment Procedures, and the Form and Manner of Notice*
18 *Thereof, And (III) Granting Related Relief* (the "Order") [D.I. 172]

19 5. On September 18, 2018 (the "Cure Notice Deadline"), my office filed with the Court
20 and served by overnight mail, facsimile, or electronic mail on each counterparty to a Contract a
21 notice, substantially in the form attached to the Order at Exhibit 2 including the Cure Amount, if
22 any, that the Debtor believes is required to be paid to the applicable Counterparty under section
23 365(b)(1)(A) and (B) of the Bankruptcy Code for each of the Contracts [D.I. #167].

24 6. On September 19, 2018, my office served the Sale Notice by mail on: (1) the Office
25 of the United States Trustee for the Central District of California; (2) counsel to Preferred Bank; (3)
26 all parties known by the Debtor to assert a lien on any of the Assets; (4) all persons known or
27

28

¹ Capitalized terms not otherwise defined herein shall have the same meaning as ascribed to such terms in the

1 reasonably believed to have expressed an interest in acquiring all or a substantial portion of the
2 Assets; (5) all of the Debtor's other known creditors and equity security holders, including the
3 Counterparties; and (6) all other parties that had filed a notice of appearance and demand for service
4 of papers in this chapter 11 case as of the service date [D.I. #169].

5 7. On September 21, 2018, my office posted the Sale Notice on the Court's website in
6 accordance with the Local Rules for the Bankruptcy Court for the Central District of California [D.I.
7 #179].

8 8. On September 25, 2018, my office served upon the Counterparties by email,
9 facsimile, or personal delivery a notice which set forth, among other, among other things: (i) all
10 Qualified Bidders; (ii) the Selected Contracts (none) for each Qualified Bidder; (iii) contact
11 information of the proposed assignee (not applicable), so that Counterparties to the Selected
12 Contracts may obtain the Qualified Bidder's Adequate Assurance Information [D.I. #190].

13 9. On September 21, 2018, my office filed with the court and served by ECF Notice a
14 Stalking Horse Notice [D.I. #174]. A telephonic hearing to consider approval of the Stalking Horse
15 and any bid protections was held on September 21, 2018 at 10:00 a.m. and approval by order entered
16 September 26, 2018 [D.I. #195].

17 10. Today, my office will file with the Court a notice identifying the Successful Bidder,
18 which sets forth, among other things, the Successful Bidder and Backup Bidder, the Selected
19 Contracts, and the Proposed Assignee.

20 I declare and verify under penalty of perjury under the laws of the United States of America
21 that the foregoing is true and correct to the best of my knowledge.

22 Executed on this 28th day of September, 2018, at Irvine, California.

23
24 /s/Robert P. Goe
Robert P. Goe

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 18101 Von Karman Avenue, Suite 1200, Irvine, CA 92612

A true and correct copy of the foregoing document entitled (*specify*): **DECLARATION OF ROBERT P. GOE IN SUPPORT OF APPROVAL OF THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTOR'S ASSETS AND GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) September 28, 2018, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) September 28, 2018, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL

(*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) September 28, 2018, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

September 28, 2018 Kerry A. Murphy
Date *Printed Name*

/s/Kerry A. Murphy
Signature

1 **1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to
controlling General Orders and LBR, the foregoing document will be served by the court via NEF and
2 hyperlink to the document. On (date) September 28, 2018, I checked the CM/ECF docket for this bankruptcy
case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List
3 to receive NEF transmission at the email addresses stated below:

- 4 • Raymond H. Aver ray@averlaw.com,
averlawfirm@gmail.com;ani@averlaw.com;katya@averlaw.com
- 5 • Christopher T Casamassima chris.casamassima@wilmerhale.com,
WHDocketing@wilmerhale.com;nancy.manzer@wilmerhale.com
- 6 • Steven P Chang heidi@spclawoffice.com,
schang@spclawoffice.com,assistant1@spclawoffice.com,attorney@spclawoffice.com;g9806@notify.
7 cincompass.com;chenghr75251@notify.bestcase.com
- 8 • Theodore A Cohen tcohen@sheppardmullin.com, amontoya@sheppardmullin.com
- 9 • Lauren A Deeb lauren.deeb@nelsonmullins.com,
zora.thomas@nelsonmullins.com;lori.stewart@nelsonmullins.com
- 10 • Lei Lei Wang Ekvall lekvall@swelawfirm.com,
csheets@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- 11 • Michael G Fletcher mfletcher@frandzel.com, sking@frandzel.com
- 12 • Robert P Goe kmurphy@goeforlaw.com, rgoe@goeforlaw.com;goeforecf@gmail.com
- 13 • Stella A Havkin stella@havkinandshrago.com,
havkinlaw@earthlink.net;r49306@notify.bestcase.com
- 14 • Bradford G Hughes bhughes@Clarkhill.com, scontreras@clarkhill.com
- 15 • Shanna Kaminski skaminski@schaferandweiner.com, pjozwiak@schaferandweiner.com
- 16 • Eve H Karasik ehk@lnbyb.com
- 17 • Samuel M Kidder skidder@ktbslaw.com
- 18 • Mette H Kurth mkurth@foxrothschild.com, mette-kurth-7580@ecf.pacerpro.com
- 19 • Alvin Mar alvin.mar@usdoj.gov
- 20 • Robert S Marticello Rmarticello@swelawfirm.com,
csheets@swelawfirm.com;gcruz@swelawfirm.com;jchung@swelawfirm.com
- 21 • Thomas J Polis tom@polis-law.com, paralegal@polis-law.com;r59042@notify.bestcase.com
- 22 • Stephen Reider sreider@goeforlaw.com,
kmurphy@goeforlaw.com;campbellwr79778@notify.bestcase.com
- 23 • Nathan Q Rugg Nathan.Rugg@bfkn.com
- 24 • Ryan M Salzman ryan.salzman@dbr.com, willie.ackart@dbr.com
- 25 • Randye B Soref rsoref@polsinelli.com, enash@polsinelli.com;ladocketing@polsinelli.com
- 26 • United States Trustee (LA) ustpregion16.la.ecf@usdoj.gov
- 27 • Reed S Waddell rwaddell@frandzel.com, sking@frandzel.com
- 28 • Gerrick Warrington gwarrington@frandzel.com, dwise@frandzel.com

21 **2. SERVED BY UNITED STATES MAIL:**

On (date) September 28, 2018, I served the following persons and/or entities at the last known addresses in
22 this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope
in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here
23 constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document
is filed.

24 Changzhou Kangyuan Plastic Co. Ltd.
25 No. 59 Liujiang Lane,
East of Jiadianange
26 New District Changzhou City China

East West Associates, Inc.
14821 Northam St.
La Mirada, CA 90638

27 Marita S Erbeck
DRINKER BIDDLE & REATH LLP
600 Campus Drive
28 Florham Park, NJ 07932-1047

Yancheng Changhua Outdoor Products Co., Ltd.
No. 8, Longde Road
Dazonghu Town, Yandu Dist.
Yancheng, Jiangsu China

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL
(state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date)
September 28, 2018, I served the following persons and/or entities by personal delivery, overnight mail
service, or (for those who consented in writing to such service method), by facsimile transmission and/or
email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail
to, the judge will be completed no later than 24 hours after the document is filed.

- The Honorable Julia W. Brand, USBC, 255 East Temple Street, Los Angeles, CA 90012

VIA FACSIMILE

- Sesame Street (212) 875-6103

VIA EMAIL:

- Raymond H. Aver ray@averlaw.com, averlawfirm@gmail.com; ani@averlaw.com; katya@averlaw.com
- Christopher T Casamassima chris.casamassima@wilmerhale.com, WHDocketing@wilmerhale.com; nancy.manzer@wilmerhale.com
- Steven P Chang heidi@spclawoffice.com, schang@spclawoffice.com, assistant1@spclawoffice.com, attorney@spclawoffice.com; g9806@notify.cincompass.com; chenghr75251@notify.bestcase.com
- Theodore A Cohen tcohen@sheppardmullin.com, amontoya@sheppardmullin.com
- Lauren A Deeb lauren.deeb@nelsonmullins.com, zora.thomas@nelsonmullins.com; lori.stewart@nelsonmullins.com
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- Robert S Marticello Rmarticello@swelawfirm.com, csheets@swelawfirm.com; gcruz@swelawfirm.com; jchung@swelawfirm.com
- Thomas J Polis tom@polis-law.com, paralegal@polis-law.com; r59042@notify.bestcase.com
- Stephen Reider sreider@goeforlaw.com, kmurphy@goeforlaw.com; campbellwr79778@notify.bestcase.com
- Nathan Q Rugg Nathan.Rugg@bfkn.com
- Ryan M Salzman ryan.salzman@dbr.com, willie.ackart@dbr.com
- Randy B Soref rsoref@polsinelli.com, enash@polsinelli.com; ladocketing@polsinelli.com
- United States Trustee (LA) ustpregion16.la.ecf@usdoj.gov
- Reed S Waddell rwaddell@frandzel.com, sking@frandzel.com
- Gerrick Warrington gwarrington@frandzel.com, dwise@frandzel.com
- Sharon Weiss sharon.weiss@bdplaw.com
- Nathan Q. Rugg (BPP Shiraz Fullerton 89 LP) nathan.rugg@bfkn.com
- Jodi Moore (Disney) Jodi.Moore@disney.com
- Alex Biron (Disney) Alex.Biron@disney.com
- Michelle R. Fode (Disney) Michelle.R.Fode@disney.com
- Adam S. Wolff (Disney) Adam.S.Wolff@disney.com
- Pamela Q. Guerra (Disney) Pamela.Q.Guerra@disney.com
- Mort Aldridge (Disney) Mort.Aldridge@disney.com
- Stephan Hornung (Nickelodeon) hornung@lsellp.com
- Jamie Goodman (Entertainment One) JGoodman@entonegroup.com
- Jason M. Torf (Mattel) JTorf@hmbllaw.com

- Eugenio Romero (Impulsora) eromero@impulsoraeuro.com
- Cheryl Mulrean (Kids Warehouse) cherylmulrean@gmail.com
- Bruce Gross (BG Sales) bag217@aol.com
- Judy Gorr (Leon Korol) jgorr@leonkorol.com
- Melia Mingle (Ross) Melia.Mingle@ros.com
- Michael Avedis (B & G Sales) MAvedis@b-gsales.com
- Michael Carnie (Canard Agency) carniemj@aol.com
- Sam Feher (TJ Maxx) samantha_feher@tjx.com
- Jody Lloyd (Lloyd Imports) jllloydimports@aol.com
- Marc Prince (MPA Sales) marc@mpatoys.com